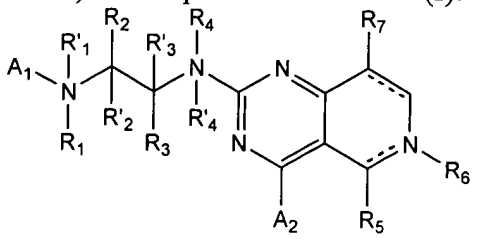
AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of structure (I):



(I)

wherein:

A_1 is optionally substituted aryl or heteroaryl;

~~A_1 and~~ A_2 ~~are~~ is optionally substituted aryl, aryloxy, arylamino or heteroaryl;

R_1, R_2, R_3 and R_4 are independently selected from the group consisting of hydrogen, hydroxyl, and optionally substituted loweralkyl, cycloloweralkyl, alkylaminoalkyl, loweralkoxy, amino, alkylamino, alkylcarbonyl, arylcarbonyl, aralkylcarbonyl, heteroarylcarbonyl, heteroaralkylcarbonyl, aryl and heteroaryl;

D2

R'_1, R'_2, R'_3 and R'_4 are independently selected from the group consisting of hydrogen, and optionally substituted loweralkyl;

R_5, R_6 and R_7 and are independently selected from the group consisting of hydrogen, hydroxy, halo, carboxyl, nitro, amino, amido, amidino, imido, cyano, and substituted or unsubstituted loweralkyl, loweralkoxy, alkylcarbonyl, arylcarbonyl, aralkylcarbonyl, heteroarylcarbonyl, heteraralkylcarbonyl, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkylaminocarbonyloxy, arylaminocarbonyloxy, formyl, loweralkylcarbonyl, loweralkoxycarbonyl, aminocarbonyl, aminoaryl, alkylsulfonyl, sulfonamido, aminoalkoxy, alkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, alkylcarbonylamino, alkylaminocarbonylamino, arylaminocarbonylamino, aralkylcarbonylamino, heteroaralkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, amidino, cycloalkyl, cycloamido, cyclothioamido, cycloamidino,

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1420 Fifth Avenue
Suite 2800
Seattle, Washington 98101
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D2 heterocycloamidino, cycloimido, heterocycloimido, guanidinyl, aryl, biaryl, heteroaryl, heterobiaryl, heterocyclo, heterocycloalkyl, arylsulfonyl and arylsulfonamido;

and the pharmaceutically salts thereof.

2. – 5. (Canceled)

6. (Original) A compound of claim 1, wherein at least one of A_1 and A_2 is an aromatic ring having from 3 to 10 carbon ring atoms and optionally 1 or more ring heteroatoms.

D3 7. (Currently Amended) A compound of claim 1, wherein ~~at least one of A_1 and~~ A_2 is optionally substituted carbocyclic aryl, arylamino or aryloxy.

8. (Original) A compound of claim 6, wherein at least one of A_1 and A_2 is optionally substituted heteroaryl.

D4 9. (Currently Amended) A compound of claim 1, wherein ~~at least one of A_1 and~~ A_2 is selected from the group consisting of substituted or unsubstituted phenylamino and phenyloxy.

10. (Original) A compound of claim 6, wherein at least one of A_1 and A_2 is selected from the group consisting of substituted or unsubstituted pyridyl, pyrimidinyl, thiazolyl, indolyl, imidazolyl, oxadiazolyl, tetrazolyl, pyrazinyl, triazolyl, thiophenyl, furanyl, quinolinyl, purinyl, naphthyl, benzothiazolyl, benzopyridly, and benzimidazolyl.

11. (Original) A compound of claim 6, wherein at least one of A_1 and A_2 is substituted with at least one and not more than 3 substitution groups.

12. (Original) A compound of claim 11, wherein said substitution groups are independently selected from the group consisting of nitro, amino, cyano, halo, thioamido, amidino, oxamidino, alkoxyamidino, imidino, guanidino, sulfonamido, carboxyl, formyl, loweralkyl, halologweralkyl, loweralkoxy, halologweralkoxy, loweralkoxyalkyl, loweralkylaminologweralkoxy, loweralkylcarbonyl, loweraralkylcarbonyl, lowerheteroaralkylcarbonyl, alkylthio, aminoalkyl and cyanoalkyl.

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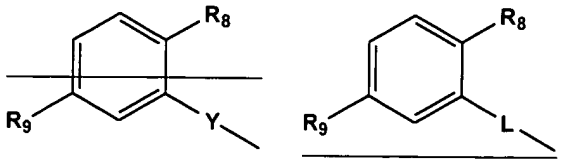
13. (Currently Amended) A compound of claim 1, wherein ~~at least one of A_1 and~~ A_2 has the formula:



(II)

wherein ~~Y~~ L is –NH- or -O-; and

R_8 and R_9 are independently selected from the group consisting of hydrogen, nitro, amino, cyano, halo, thioamido, amidino, oxamidino, alkoxyamidino, imidino, guanidinyl, sulfonamido, carboxyl, formyl, loweralkyl, halologweralkyl, loweralkoxy, halologweralkoxy, loweralkoxyalkyl, loweralkylaminologweralkoxy, loweralkylcarbonyl, loweraralkylcarbonyl, lowerheteroaralkylcarbonyl, alkylthio, aryl and aralkyl.

14. (Previously Amended) A compound of claim 13, wherein R_8 and R_9 are selected from the group consisting of halo and halologweralkyl.

15. (Previously Amended) A compound of claim 14, wherein R_8 and R_9 are halo.

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D6

16. (Currently Amended) A compound of claim 13, wherein ~~at least one of A1 and~~ A2 is selected from the group consisting of 2,5-dichlorophenylamino and 2,5-dichlorophenyloxy.

17. (Original) A compound of claim 1, wherein at least one of R_1, R_2, R_3 and R_4 is substituted loweralkyl selected from the group consisting of hydrogen, unsubstituted or substituted loweralkyl, halologweralkyl, heterocycloaminoalkyl, and loweralkylaminoloweralkyl.

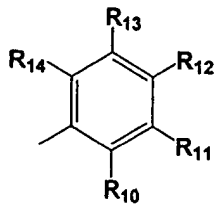
18. (Original) A compound of claim 17, wherein at least one of R_1, R_2, R_3 and R_4 is loweralkylaminoloweralkyl.

19. (Original) A compound of claim 17, wherein R_1, R_2, and R_3 are hydrogen and R_4 is selected from the group consisting of hydrogen, methyl, ethyl, aminoethyl, dimethylaminoethyl, pyridylethyl, piperidinyl, pyrrolidinylethyl, piperazinylethyl and morpholinylethyl.

20. (Original) A compound of claim 1, wherein at least one of R_5 and R_7 is selected from the group consisting of substituted and unsubstituted aryl, heteroaryl and biaryl.

21. (Currently Amended) A compound of claim 20, wherein at least one of R_5 and R_7 is a substituted or unsubstituted moiety of the formula:

D7



(III)

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206.682.8100

wherein R_{10}, R_{11}, R_{12}, R_{13}, and R_{14} are independently selected from the group consisting of hydrogen, nitro, amino, cyano, halo, thioamido, carboxyl, hydroxy, and optionally substituted loweralkyl, loweralkoxy, loweralkoxyalkyl, haloloweralkyl, haloloweralkoxy, aminoalkyl, alkylamino, alkylthio, alkylcarbonylamino, aralkylcarbonylamino, heteroaralkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino aminocarbonyl, loweralkylaminocarbonyl, aminoaralkyl, loweralkylaminoalkyl, aryl, heteroaryl, cycloheteroalkyl, aralkyl, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, arylcarbonyloxyalkyl, alkylcarbonyloxyalkyl, heteroarylcarbonyloxyalkyl, aralkycarbonyloxyalkyl, and heteroaralkcarbonyloxyalkyl.

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22. (Currently Amended) A compound of claim 21, wherein R_{10}, R_{11}, R_{13}, and R_{14} are hydrogen and R_{12} is selected from the group consisting of halo, loweralkyl, hydroxy, loweralkoxy, haloloweralkyl, aminocarbonyl, alkylaminocarbonyl and cyano.

23. (Currently Amended) A compound of claim 21, wherein R_{11}, R_{13}, and R_{14} are hydrogen and R_{10} and R_{12} are independently selected from the group consisting of halo, loweralkyl, hydroxy, loweralkoxy, haloloweralkyl and cyano.

24. (Currently Amended) A compound of claim 21, wherein R_{10}, R_{11}, R_{13}, and R_{14} are hydrogen and R_{12} is heteroaryl.

25. (Currently Amended) A compound of claim 21, wherein R_{10}, R_{11}, R_{13}, and R_{14} are hydrogen and R_{12} is heterocycloalkyl.

26. (Currently Amended) A compound of claim 21, wherein at least one of R_{10}, R_{11}, R_{12}, R_{13}, and R_{14} are halo and the remainder of R_{10}, R_{11}, R_{12}, R_{13}, and R_{14} are hydrogen.

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27. (Currently Amended) A compound of claim 21, wherein at least one of R_5 and R_7 is selected from the group consisting of dichlorophenyl, difluorophenyl, trifluoromethylphenyl, chlorofluorophenyl, bromochlorophenyl, ethlphenyl, methylchlorophenyl, imidazolylphenyl, cyanophenyl, morphlinophenyl and cyanochlorophenyl.

28. (Original) A compound of claim 1, wherein R_6 is substituted alkyl selected from the group consisting of aralkyl, hydroxyalkyl, aminoalkyl, aminoaralkyl, carbonylaminoalkyl, alkylcarbonylaminoalkyl, arylcarbonylaminoalkyl, aralkylcarbonylaminoalkyl, aminoalkoxyalkyl and arylaminoalkyl.

29. (Original) A compound of claim 1, wherein R_6 is substituted amino selected from the group consisting of alkylamino, alkylcarbonylamino, alkoxycarbonylamino, arylalkylamino, arylcarbonylamino, alkylthiocarbonylamino, arylsulfonylamino, heteroarylamino alkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, aralkylcarbonylamino, and heteroaralkylcarbonylamino.

30. (Original) A compound of claim 1, wherein R_6 is selected from the group consisting of unsubstituted or substituted aminocarbonyl, alkyloxycarbonyl, aryloxycarbonyl, aralkyloxycarbonyl and alkylaminoalkyloxycarbonyl.

31. (Original) A compound of claim 1, wherein R_6 is selected from the group consisting of amidino, guanidino, cycloimido, heterocycloimido, cycloamido, heterocycloamido, cyclothioamido and heterocyclololoweralky.

32. (Original) A compound of claim 1, wherein R_6 is aryl.

33. (Original) A compound of claim 1, wherein R_6 is heteroaryl.

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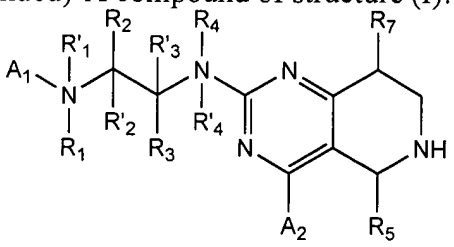
34. (Original) A compound of claim 33, wherein R_6 is selected from the group consisting of substituted or unsubstituted pyridyl, pyrimidinyl, thiazolyl, indolyl, imidazolyl, oxadiazolyl, tetrazolyl, pyrazinyl, triazolyl, thienyl, furanyl, quinolinyl, pyrrolylpyridyl, benzothiazolyl, benzopyridyl, benzotriazolyl, and benzimidazolyl.

35. (Currently Amended) A compound of structure (I):



(I)

D8

wherein:

A_1 is optionally substituted aryl or heteroaryl;

~~A_1 and~~ A_2 ~~are~~ is optionally substituted aryl, aryloxy, acylamino or heteroaryl;

R_1, R_2, R_3 and R_4 are independently selected from the group consisting of hydrogen, hydroxyl, and optionally substituted loweralkyl, cycloloweralkyl, alkylaminoalkyl, loweralkoxy, amino, alkylamino, alkylcarbonyl, arylcarbonyl, aralkylcarbonyl, heteroarylcarbonyl, heteroaralkylcarbonyl, aryl and heteroaryl;

R'_1, R'_2, R'_3 and R'_4 are independently selected from the group consisting of hydrogen, and optionally substituted loweralkyl;

R_5 and R_7 and are independently selected from the group consisting of hydrogen, hydroxy, halo, carboxyl, nitro, amino, amido, amidino, imido, cyano, and substituted or unsubstituted loweralkyl, loweralkoxy, alkylcarbonyl, arylcarbonyl, aralkylcarbonyl, heteroarylcarbonyl, heteraralkylcarbonyl, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkylaminocarbonyloxy, arylaminocarbonyloxy, formyl, loweralkylcarbonyl, loweralkoxycarbonyl, aminocarbonyl, aminoaryl, alkylsulfonyl, sulfonamido, aminoalkoxy, alkylamino, arylamino, aralkylamino, heteroarylamino,

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Seattle, Washington 98101
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heteroaralkylamino, alkylcarbonylamino, alkylaminocarbonylamino, arylaminocarbonylamino, aralkylcarbonylamino, heteroaralkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, amidino, cycloalkyl, cycloamido, cyclothioamido, cycloamidino, heterocycloamidino, cycloimido, heterocycloimido, guanidinyl, aryl, biaryl, heteroaryl, heterobiaryl, heterocyclo, heterocycloalkyl, arylsulfonyl and arylsulfonamido;

and the pharmaceutically acceptable salts thereof.

36.-39. (Canceled)

40. (Original) A compound of claim 35, wherein at least one of A_1 and A_2 is an aromatic ring having from 3 to 10 carbon ring atoms and optionally 1 or more ring heteroatoms.

41. (Currently Amended) A compound of claim 35, wherein ~~at least one of A_1 and~~ A_2 is optionally substituted carbocyclic aryl, arylamino or aryloxy.

42. (Original) A compound of claim 40, wherein at least one of A_1 and A_2 is optionally substituted heteroaryl.

43. (Currently Amended) A compound of claim 35, wherein ~~at least one of A_1 and~~ A_2 is selected from the group consisting of substituted or unsubstituted phenylamino and phenyloxy.

44. (Original) A compound of claim 40, wherein at least one of A_1 and A_2 is selected from the group consisting of substituted or unsubstituted pyridyl, pyrimidinyl, thiazolyl, indolyl, imidazolyl, oxadiazolyl, tetrazolyl, pyrazinyl, triazolyl, thiophenyl, furanyl, quinolinyl, purinyl, naphthyl, benzothiazolyl, benzopyridyl, and benzimidazolyl.

45. (Original) A compound of claim 40, wherein at least one of A_1 and A_2 is substituted with at least one and not more than 3 substitution groups.

46. (Original) A compound of claim 45, wherein said substitution groups are independently selected from the group consisting of nitro, amino, cyano, halo, thioamido,

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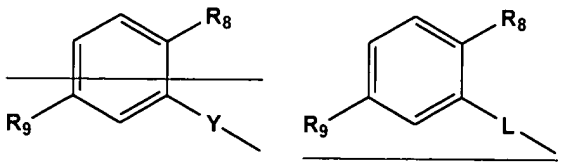
amidino, oxamidino, alkoxyamidino, imidino, guanidino, sulfonamido, carboxyl, formyl, loweralkyl, halologweralkyl, loweralkoxy, halologweralkoxy, loweralkoxyalkyl, loweralkylaminoloweralkylcarbonyl, alkylthio, aminoalkyl and cyanoalky.

47. (Currently Amended) A compound of claim 35, wherein at least one of A_1 and A_2 has the formula:

D11



(II)

wherein ~~Y~~ L is –NH– or -O-; and

R_8 and R_9 are independently selected from the group consisting of hydrogen, nitro, amino, cyano, halo, thioamido, amidino, oxamidino, alkoxyamidino, imidino, guanidinyl, sulfonamido, carboxyl, formyl, loweralkyl, halologweralkyl, loweralkoxy, halologweralkoxy, loweralkoxyalkyl, loweralkylaminoloweralkoxy, loweralkylcarbonyl, loweraralkylcarbonyl, lowerheteroaralkylcarbonyl, alkylthio, aryl and aralkyl.

48. (Previously Amended) A compound of claim 47, wherein R_8 and R_9 are selected from the group consisting of halo and halologweralkyl.

49. (Previously Amended) A compound of claim 48, wherein R_8 and R_9 are halo.

D12

50. (Currently Amended) A compound of claim 47, wherein ~~at least one of A_1 and~~ A_2 is selected from the group consisting of 2,5-dichlorophenylamino and 2,5-dichlorophenyloxy.

51. (Original) A compound of claim 35, wherein at least one of R_1, R_2, R_3 and R_4 is substituted loweralkyl selected from the group consisting of hydrogen, unsubstituted or substituted loweralkyl, halologweralkyl, heterocycloaminoalkyl, and loweralkylaminoloweralkyl.

52. (Original) A compound of claim 51, wherein at least one of R_1, R_2, R_3 and R_4 is loweralkylaminoloweralkyl.

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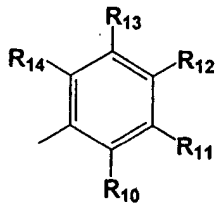
53. (Original) A compound of claim 51, wherein R_1, R_2, and R_3 are hydrogen and R_4 is selected from the group consisting of hydrogen, methyl, ethyl, aminoethyl, dimethylaminoethyl, pyridylethyl, piperidinyl, pyrrolidinylethyl, piperazinylethyl and morpholinylethyl.

54. (Original) A compound of claim 35, wherein at least one of R_5 and R_7 is selected from the group consisting of substituted and unsubstituted aryl, heteroaryl and biaryl.

55. (Currently Amended) A compound of claim 54, wherein at least one of R_5 and R_7 is a substituted or unsubstituted moiety of the formula:

D13



(III)

wherein R_{10}, R_{11}, R_{12}, R_{13}, and R_{14} are independently selected from the group consisting of hydrogen, nitro, amino, cyano, halo, thioamido, carboxyl, hydroxy, and optionally substituted loweralkyl, loweralkoxy, loweralkoxyalkyl, halologweralkyl, halologweralkoxy, aminoalkyl, alkylamino, alkylthio, alkylcarbonylamino, aralkyl-carbonylamino, heteroaralkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino aminocarbonyl, loweralkylaminocarbonyl, aminoaralkyl, - loweralkylaminoalkyl, aryl, heteroaryl, cycloheteroalkyl, aralkyl, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, arylcarbonyloxyalkyl, alkylcarbonyloxyalkyl, heteroarylcarbonyloxyalkyl, aralkycarbonyloxyalkyl, and heteroaralkyl carbonyloxyalkyl.

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56. (Currently Amended) A compound of claim 55, wherein R_{10}, R_{11}, R_{13}, and R_{14} are hydrogen and R_{12} is selected from the group consisting of halo, loweralkyl, hydroxy, loweralkoxy, halologweralkyl, aminocarbonyl, alkylaminocarbonyl and cyano.

57. (Currently Amended) A compound of claim 55, wherein R_{11}, R_{13}, and R_{14} are hydrogen and R_{10} and R_{12} are independently selected from the group consisting of halo, loweralkyl, hydroxy, loweralkoxy, halologweralkyl and cyano.

D13

58. (Currently Amended) A compound of claim 55, wherein R_{10}, R_{11}, R_{13}, and R_{14} are hydrogen and R_{12} is heteroaryl.

59. (Currently Amended) A compound of claim 55, wherein R_{10}, R_{11}, R_{13}, and R_{14} are hydrogen and R_{12} is a heterocycloalkyl.

60. (Currently Amended) A compound of claim 55, wherein at least one of R_{10}, R_{11}, R_{12}, R_{13}, and R_{14} are halo and the remainder of R_{10}, R_{11}, R_{12}, R_{13}, and R_{14} are hydrogen.

61. (Currently Amended) A compound of claim 55, wherein at least one of R_5 and R_7 is selected from the group consisting of dichlorophenyl, difluorophenyl, trifluoromethylphenyl, chlorofluorophenyl, bromochlorophenyl, ethylphenyl, methylchlorophenyl, imidazolylphenyl, cyanophenyl, morphlinophenyl and cyanochlorophenyl.

62. (Original) A compound of claim 35, wherein R_6 is substituted alkyl selected from the group consisting of aralkyl, hydroxyalkyl, aminoalkyl, aminoaralkyl, carbonylaminoalkyl, alkylcarbonylaminoalkyl, arylcarbonylaminoalkyl, aralkylcarbonylaminoalkyl, aminoalkoxyalkyl and arylaminoalkyl.

63. (Original) A compound of claim 35, wherein R_6 is substituted amino selected from the group consisting of alkylamino, alkylcarbonylamino, alkoxycarbonylamino, arylalkylamino, arylcarbonylamino, alkylthiocarbonylamino, arylsulfonylamino,

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Seattle, Washington 98101
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heteroarylamino alkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, aralkylcarbonylamino, and heteroaralkylcarbonylamino.

64. (Original) A compound of claim 35, wherein R_6 is selected from the group consisting of unsubstituted or substituted aminocarbonyl, alkyloxycarbonyl, aryloxycarbonyl, aralkyloxycarbonyl and alkylaminoalkyloxycarbonyl.

65. (Original) A compound of claim 35, wherein R_6 is selected from the group consisting of amidino, guanidino, cycloimido, heterocycloimido, cycloamido, heterocycloamido, cyclothioamido and heterocyclololoweralkyl.

66. (Original) A compound of claim 35, wherein R_6 is aryl.

67. (Original) A compound of claim 35, wherein R_6 is heteroaryl.

68. (Original) A compound of claim 67, wherein R_6 is selected from the group consisting of substituted or unsubstituted pyridyl, pyrimidinyl, thiazolyl, indolyl, imidazolyl, oxadiazolyl, tetrazolyl, pyrazinyl, triazolyl, thienyl, furanyl, quinolinyl, pyrrolylpyridyl, benzothiazolyl, benzopyridyl, benzotriazolyl, and benzimidazolyl.

69. (Previously Amended) A pharmaceutical composition comprising an amount of a compound of claim 1 effective to inhibit GSK3 activity in a human or animal subject when administered thereto, together with a pharmaceutically acceptable carrier.

70. (Original) A method of inhibiting GSK3 activity in a human or animal subject, comprising administering to the human or animal subject a composition of claim 69.

71. (Original) A method of treating a cell comprising administering to the cell an amount of a compound of claim 1 effective to inhibit GSK3 activity in the cell.

72. (Previously Amended) A method for treating a disorder associated with excessive GSK3 activity in a human or animal subject, comprising administering to the human or

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animal subject an amount of a composition of claim 69 effective to inhibit GSK3 activity in the subject.

73. (Original) A method of claim 72, wherein the composition is administered by a mode of administration selected from the group consisting of oral, subcutaneous, transdermal, transmucosal, iontophoretic, intravenous, intrathecal, buccal, sublingual, intranasal, and rectal administration.

D14

74. (Currently Amended) A method of claim 72, wherein said GSK3-mediated disorder is selected from the group consisting of diabetes, obesity, atherosclerotic cardiovascular disease, essential hypertension, polycystic ovary syndrome, ~~syndrome X,~~ ischemia, traumatic brain injury, bipolar disorder or cancer.

75.-78. (Canceled)

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1420 Fifth Avenue
Suite 2800
Seattle, Washington 98101
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